



## YOMA STRATEGIC HOLDINGS LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration No. 196200185E)

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of **YOMA STRATEGIC HOLDINGS LTD.** (the “**Company**”) will be convened and held at Sophia Cooke Ballroom, Level 2, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Thursday, 30 July 2026 at 10.00 a.m. (Singapore time) (“**AGM**”) to transact the following businesses:

### A. ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2026 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To approve the payment of additional Directors’ fees of up to S\$64,000 payable by the Company for the financial year ended 31 March 2026. *(See Explanatory Note 1)* **(Resolution 2)**
3. To approve the payment of Directors’ fees of up to S\$354,000 payable by the Company for the financial year ending 31 March 2027. **(Resolution 3)**
4. To re-elect the following Directors of the Company who are retiring pursuant to the Constitution of the Company (the “**Constitution**”) and who, being eligible, will offer themselves for re-election:

#### Retiring by rotation under Regulation 105 of the Constitution

- |                                                         |                                                             |
|---------------------------------------------------------|-------------------------------------------------------------|
| (a) Mr. Pun Chi Tung Melvyn (“ <b>Mr. Melvyn Pun</b> ”) | <i>(See Explanatory Note 2(a))</i><br><b>(Resolution 4)</b> |
| (b) Professor Koh Annie                                 | <i>(See Explanatory Note 2(b))</i><br><b>(Resolution 5)</b> |

#### Retiring at the first annual general meeting following appointment under Regulation 115 of the Constitution

- |                                     |                                                             |
|-------------------------------------|-------------------------------------------------------------|
| (c) Ms. Poh Mui Hoon                | <i>(See Explanatory Note 2(c))</i><br><b>(Resolution 6)</b> |
| (d) Mr. Juan Carlos Lagdameo Syquia | <i>(See Explanatory Note 2(d))</i><br><b>(Resolution 7)</b> |
5. To re-appoint CLA Global TS Public Accounting Corporation as Independent Auditor of the Company for the financial year ending 31 March 2027 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**

### B. SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

#### 6. Authority to allot and issue shares in the capital of the Company

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Directors of the Company be and are hereby authorised and empowered to:

- (a) (i) issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (i) issue additional Instruments pursuant to adjustments; and/or
- (ii) issue shares in pursuance of any Instrument made or granted by the Directors of the Company pursuant to this Resolution,

notwithstanding the authority conferred by this Resolution may have ceased to be in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) (“**Issued Shares**”), provided that the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of Issued Shares;
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of Issued Shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities;
  - (ii) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Listing Manual; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares,

provided that in respect of (i) and (ii) above, adjustments are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. (See Explanatory Note 3)

(Resolution 9)

#### 7. **Authority to allot and issue shares under the Yoma Performance Share Plan 2015**

That pursuant to Section 161 of the Act, the Directors of the Company be and are hereby authorised to allot and issue from time to time such number of shares as may be required to be issued pursuant to the vesting of awards or adjustment of awards under the Yoma Performance Share Plan 2015 (the “**Yoma PSP 2015**”), notwithstanding that the authority conferred by this Resolution has ceased to be in force if the shares are issued pursuant to the vesting or adjustment of an award granted while the approval to offer and grant the award was in force, provided that the aggregate number of shares which may be allotted and issued pursuant to the Yoma PSP 2015 and any other share-based incentive scheme of the Company shall not exceed ten per cent. (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

(See Explanatory Note 4)

(Resolution 10)

8. **Authority to offer and grant awards and allot and issue shares under the Yoma Performance Share Plan 2025**

That pursuant to Section 161 of the Act, the Directors of the Company be and are hereby authorised to offer and grant awards in accordance with the provisions of the Yoma Performance Share Plan 2025 (the “**Yoma PSP 2025**”) and to allot and issue from time to time such number of shares as may be required to be issued pursuant to the vesting of awards or adjustment of awards under the Yoma PSP 2025, notwithstanding that the authority conferred by this Resolution has ceased to be in force if the shares are issued pursuant to the vesting or adjustment of an award granted while the approval to offer and grant the award was in force, provided that the aggregate number of shares which may be allotted and issued pursuant to the Yoma PSP 2025 and any other share-based incentive scheme of the Company shall not exceed ten per cent. (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time. (See Explanatory Note 4)  
(Resolution 11)

9. **Renewal of the Shareholders’ Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Listing Manual:

- (a) approval be and is hereby given for the Company and its subsidiary companies that are entities at risk (the “**Group**”) or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions, particulars of which are set out in the Company’s addendum to shareholders dated 15 July 2026 (the “**Addendum**”), with any party who is of the class or classes of Interested Persons described in the Addendum, provided that such transactions are made on normal commercial terms in accordance with the review procedures for Interested Person Transactions as described in the Addendum (the “**IPT Mandate**”);
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier;
- (c) the Audit and Risk Management Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the review procedures for the Interested Person Transactions and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider necessary, desirable, expedient or in the interest of the Company to give effect to the IPT Mandate and/or this Resolution. (See Explanatory Note 5)  
(Resolution 12)

10. **Renewal of the Share Purchase Mandate**

That:

- (a) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company, not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:–
  - (1) on-market purchases (“**On-Market Purchase**”) on the SGX-ST; and/or
  - (2) off-market purchases pursuant to an equal access scheme in accordance with Section 76C of the Act (“**Off-Market Purchase**”) effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution, and expiring on the earlier of:—

- (1) the date on which the next annual general meeting of the Company is held; or
- (2) the date by which the next annual general meeting of the Company is required by law to be held; or
- (3) the date on which the purchases of shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:—

**“Prescribed Limit”** means ten per cent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the total number of issued shares shall be taken to be the total number of issued shares as altered (excluding treasury shares and subsidiary holdings). Any shares which are held as treasury shares and subsidiary holdings will be disregarded for the purpose of computing the ten per cent (10%) limit;

**“Relevant Period”** means the period commencing from the date on which this Resolution relating to the Share Purchase Mandate is passed and expiring on the date the next annual general meeting is held or required by law to be held, whichever is the earlier, after the date of this Resolution; and

**“Maximum Price”** in relation to a share to be purchased or acquired, means an amount (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for the shares which must not exceed, for both an On-Market Purchase and an Off-Market Purchase pursuant to an equal access scheme, 105% of the Average Closing Price of the shares;

where:—

**“Average Closing Price”** means the average of the closing market prices of a share over the last five (5) Market Days (being a day on which the SGX-ST is open for securities trading), on which transactions in the shares were recorded, before the day on which the On-Market Purchase was made or, as the case may be, before the date of the making of an announcement by the Company of an offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days and the date of the On-Market Purchase or, as the case may be, the date of the making of an announcement by the Company of the offer for the Off-Market Purchase; and

**“date of the making of the offer”** means the date on which the Company makes an offer for the purchase or acquisition of shares from shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things as they and/or he may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution. (See Explanatory Note 6)

**(Resolution 13)**

#### 11. Grant of Award of 2,000,000 Shares to Mr. Pun Chi Tung Melvyn under the Yoma Performance Share Plan 2025

That:

- (a) the grant of an award to Mr. Melvyn Pun, an associate of a controlling shareholder of the Company, under the Yoma PSP 2025 on the following terms, the particulars of which are set out in the Addendum, be and is hereby approved:
- (i) date of grant of award: August 2026;
  - (ii) date of vesting of award: August 2031;
  - (iii) number of shares comprised in the award: 2,000,000 shares; and

- (b) the Directors of the Company be and are hereby authorised to:
- (i) allot and issue the relevant shares, or transfer existing shares to Mr. Melvyn Pun upon the vesting of the award, in whole or in parts; and
  - (ii) do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated in this Resolution.
- (See Explanatory Note 7)*  
**(Resolution 14)**

**12. Grant of Award of 500,000 Shares to Mr. Pun Chi Yam Cyrus under the Yoma Performance Share Plan 2025**

That:

- (a) the grant of an award to Mr. Pun Chi Yam Cyrus ("**Mr. Cyrus Pun**"), an associate of a controlling shareholder of the Company, under the Yoma PSP 2025 on the following terms, the particulars of which are set out in the Addendum, be and is hereby approved:
- (i) date of grant of award: August 2026;
  - (ii) date of vesting of award: August 2031;
  - (iii) number of shares comprised in the award: 500,000 shares; and
- (b) the Directors of the Company be and are hereby authorised to:
- (i) allot and issue the relevant shares, or transfer existing shares to Mr. Cyrus Pun upon the vesting of the award, in whole or in parts; and
  - (ii) do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated by this Resolution.
- (See Explanatory Note 7)*  
**(Resolution 15)**

BY ORDER OF THE BOARD

Lun Chee Leong  
Company Secretary  
Singapore  
15 July 2026

#### Explanatory Notes:-

1. Ordinary Resolution 2 is to seek shareholders' approval for additional Directors' fees for the financial year ended 31 March 2026, due to a shortfall in the amount approved at the last annual general meeting.
2. Ordinary Resolutions 4 to 7 are to approve the re-election of Directors of the Company:
  - (a) in relation to Ordinary Resolution 4, Mr. Melvyn Pun, when re-elected, will be considered an Executive Director. He will continue to serve as Chairman and Chief Executive Officer and a member of the Nominating and Governance Committee.
  - (b) in relation to Ordinary Resolution 5, Professor Koh Annie, when re-elected, will be considered a Non-Executive Independent Director. She will continue to serve as the Non-Executive Lead Independent Director, Chairman of the Nominating and Governance Committee and a member of the Remuneration Committee.
  - (c) in relation to Ordinary Resolution 6, Ms. Poh Mui Hoon, when re-elected, will be considered a Non-Executive Independent Director. She will continue to serve as a member of the Audit and Risk Management Committee and the Nominating and Governance Committee.
  - (d) in relation to Ordinary Resolution 7, Mr. Juan Carlos Lagdameo Syquia, when re-elected, will be considered a Non-Executive Non-Independent Director.
3. Ordinary Resolution 9 proposed above, if passed, will empower the Directors of the Company, from the date of the AGM until the next annual general meeting, to issue shares and to make or grant Instruments, and to issue shares in pursuance of such Instruments, without seeking any further approval from shareholders in a general meeting, up to a number not exceeding fifty per cent. (50%) of the total number of Issued Shares of which up to twenty per cent. (20%) of the total number of Issued Shares may be issued other than on a pro-rata basis to shareholders.
4. Ordinary Resolutions 10 and 11 proposed above, if passed, will authorise the Directors of the Company to (a) allot and issue shares pursuant to the vesting of awards or adjustments of awards granted under the Yoma PSP 2015; and (b) grant awards under the Yoma PSP 2025 and allot and issue shares pursuant to the vesting of such awards or adjustments of such awards, provided that the aggregate number of the shares to be allotted and issued when aggregated with the existing shares delivered and/or to be delivered pursuant to the Yoma PSP 2015, Yoma PSP 2025 and any other share-based incentive scheme of the Company shall not exceed ten per cent. (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings\*) from time to time.
5. Ordinary Resolution 12 proposed above, if passed, will renew the existing IPT Mandate that was approved by shareholders on 31 July 2025. If passed, the IPT Mandate will allow the Group to enter into Interested Person Transactions with those classes of Interested Persons as described in the Addendum and will empower the Directors of the Company to do all acts necessary to give effect to the IPT Mandate.
6. Ordinary Resolution 13 proposed above, if passed, will renew the existing Share Purchase Mandate that was approved by shareholders on 31 July 2025. If passed, the Share Purchase Mandate will empower the Directors of the Company to purchase or otherwise acquire shares on the terms and subject to the conditions of the resolution. The rationale for, the authority and limitation on, and the sources of funds to be used for the purchase or acquisition, including the amount of financing and the financial effects of the purchase or acquisition of shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 March 2026, are set out in greater detail in the Addendum.
7. Ordinary Resolutions 14 and 15 proposed above, if passed, will authorise the Directors of the Company to (a) offer and grant, and allot and issue shares pursuant to the vesting of, an award of 2,000,000 shares to Mr. Melvyn Pun under the Yoma PSP 2025 and (b) offer and grant, and allot and issue shares pursuant to the vesting of, an award of 500,000 shares to Mr. Cyrus Pun under the Yoma PSP 2025, provided that (i) the aggregate number of the shares to be allotted and issued pursuant to the Yoma PSP 2025, when aggregated with the number of shares which may be allotted and issued pursuant to the Yoma PSP 2015 and any other share-based incentive scheme of the Company shall not exceed ten per cent. (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings\*) from time to time; (ii) the number of shares to be allotted and issued to each of Mr. Melvyn Pun and Mr. Cyrus Pun pursuant to the Yoma PSP 2025 does not exceed ten per cent. (10%) of the shares available under the Yoma PSP 2025; and (iii) the aggregate number of shares to be allotted and issued to Mr. Melvyn Pun and Mr. Cyrus Pun pursuant to the Yoma PSP 2025, when aggregated with the number of shares which may be allotted and issued to controlling shareholders of the Company and their associates pursuant to the Yoma PSP 2025 does not exceed twenty-five per cent. (25%) of the shares available under the Yoma PSP 2025.

\* "subsidiary holdings" has the meaning ascribed to it in the Listing Manual.

#### Important Notes to Shareholders

1. The AGM will be held, in a wholly physical format at Sophia Cooke Ballroom, Level 2, YWCA Fort Canning, 6 Fort Canning Road, Singapore 179494 on Thursday, 30 July 2026 at 10.00 a.m. (Singapore time). **There will be no option for shareholders to participate virtually.**
2. The Annual Report 2026, Notice of AGM, proxy form and Addendum will be disseminated by electronic means via publication on the Company's website at the URL <https://yomastrategic.com> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice of AGM and proxy form will be sent to shareholders via post.

### Submission of questions in advance of the AGM

3. A shareholder of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM, in advance of the AGM. To do so, all questions must be submitted no later than 10.00 a.m. on 23 July 2026 either (i) by post lodged with the Company's registered office, at 63 Mohamed Sultan Road #02-14 Sultan-Link Singapore 239002; or (ii) by email to [info@yoma.com.mm](mailto:info@yoma.com.mm).

When sending the questions via email or by post, please also provide (i) the shareholder's full name; (ii) the shareholder's address; and (iii) the manner in which the shareholder holds shares in the Company (e.g. via The Central Depository (Pte) Limited, scrip, CPF or SRS).

The Company will publish the responses to the substantial and relevant questions on or before 24 July 2026 on the SGX-ST website and the Company's website. After the cut-off time for the submission of questions, if there are subsequent clarifications sought, or follow-up questions, these will be addressed at the AGM. The Company will only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received.

### Appointment of proxy(ies) and voting by proxy(ies)

4. A shareholder who is not a relevant intermediary\* is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. Where a shareholder's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

A shareholder who is a relevant intermediary\* is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder's form of proxy appoints two (2) or more proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

\* "relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.

Central Provident Fund Investment Scheme investors and/or Supplementary Retirement Scheme investors:

- (a) may attend and cast his/her vote(s) at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 21 July 2026, being seven (7) working days before the date of the AGM.
5. A shareholder can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory.

If a shareholder wishes to appoint the Chairman of the AGM as proxy, such shareholder (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. In the absence of specific directions, the Chairman of the AGM will vote or abstain on each resolution as he/she may think fit, as he/she will on any other matter arising at the meeting.

6. A proxy need not be a shareholder of the Company.

7. The instrument appointing the Chairman of the AGM or such other person as proxy must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged at the office of the Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- (b) if submitted electronically, be submitted via email to [main@zicoholdings.com](mailto:main@zicoholdings.com).

**in either case by no later than 10.00 a.m. on 27 July 2026, being seventy-two (72) hours before the time appointed for the AGM.**

A shareholder who wishes to submit an instrument of proxy must first complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. The proxy form is available for download from the Company's website at the URL <https://yomastrategic.com> and the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email to [main@zicoholdings.com](mailto:main@zicoholdings.com).

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.